

**CONDITIONS VOLUNTARILY PROFFERED FOR THE RECLASSIFICATION OF  
PROPERTY IDENTIFIED AS A PORTION OF TAX PARCEL 05-00-00-052, GPIN  
D16C-1780-1578**

THESE PROFFERED CONDITIONS are made this 25th day of May, 2006 by  
**THE CITY OF WILLIAMSBURG, VIRGINIA**, a Virginia municipal corporation (together  
with its successors in title and assigns, the "Owner").

**RECITALS**

A. Owner is the owner of a parcel of land located in York County, Virginia containing approximately 133.26 acres with an address of 4300 Mooretown Road and being Tax Parcel 05-00-00-052, GPIN D16C-1780-1578 (the "City Property").

B. Fourth Centrum of Virginia, LLC. or its successors and assigns ("Fourth Centrum") has contracted to purchase a portion of the City Property containing 70± acres being more particularly described on Exhibit A hereto (the "Property") conditioned upon the rezoning of the Property.

C. The Property is now zoned EO. Fourth Centrum, with the consent of Owner, has applied to rezone the Property from EO to PD, with proffers.

D. Fourth Centrum has submitted to the County a plan entitled "Master Plan for the Reserve at Williamsburg" prepared by AES Consulting Engineers dated February 28, 2006, revised May 12, 2006 (the "Plan") pursuant to the requirements of the PD provisions of the County's Zoning Ordinance.

E. Owner and Fourth Centrum desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned PD.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning,

and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and Section 24.1-114 of the County Zoning Ordinance, Owner hereby proffers that the development of the Property shall be in strict accordance with the conditions set forth below. If the requested rezoning is not granted by the County, these Proffered Conditions shall be null and void.

### CONDITIONS

**1. Uses.** The following uses shall not be permitted on the portion of the Property shown on the Plan as “Commercial Area”:

Plant Nursery  
Video Arcade/Pool Hall/Bingo Hall  
Miniature Golf/Outdoor Commercial Amusement  
Auction House  
Auto Parts Store  
Household Items repair  
Drive-in restaurant  
Nightclub  
Car wash  
Auto fuel dispensing  
Auto/truck sales  
Heliport  
Helipad  
Bus terminal  
Warehousing (provided office/warehouse flex space shall be permitted)  
Wholesale trade establishment  
Publishing/printing  
All General Industrial (Category 16) uses  
Radio/television/microwave/communication towers  
Bait and tackle shop  
Tool, household equipment, lawn and garden equipment, rental establishment  
Indoor Family Amusement Center  
Skating rink  
Bowling alley

**2. Architecture.** (a) Prior to the issuance of a building permit for each building on the Property, architectural plans for the building shall be submitted to the Zoning Administrator for his review and approval or disapproval as meeting the standards set forth in paragraphs (b) or

(c), as applicable. If the Zoning Administrator does not approve the plans he shall indicate in writing the changes necessary to achieve approval. All plans shall be acted on within 30 days of their submission. In the case of building styles/types/models that will be used in multiple locations within this project, the Zoning Administrators approval need be obtained only for the initial permit. All buildings shall be constructed in accordance with the approved plans. Owner shall have the right to appeal a disapproval of plans to the County Planning Commission, whose decision shall be final. The Zoning Administrator shall also review during the site plan review process all site plans for the Commercial Area for consistency with the Guidelines as provided in paragraph (c) below.

(b) The architecture of the residential buildings on the Property shall be generally consistent with the architectural renderings entitled “Architectural Renderings, The Reserve at Williamsburg” dated May 12, 2006 submitted to the County and on file with the Zoning Administrator as determined by the County Zoning Administrator as set forth above.

(c) The architectural guidelines attached hereto as Exhibit B entitled “Architectural Guidelines, Commercial Parcel, The Reserve at Williamsburg” (the “Guidelines”) shall apply to the area shown on the Plan as “Commercial Area”. The architecture of the buildings and site development in the Commercial Area shall be generally in accordance with the Guidelines as determined by the Zoning Administrator as set forth above.

**3. Fire Station Site.** Provided Fourth Centrum or its successors have purchased the Property from the Owner, Fourth Centrum shall convey, free of charge, to the County the parcel of land containing approximately 1.07± acres and shown on the Plan as “Fire Station” for use by the County as the site of a fire station. Such conveyance shall be made upon the request of the County Administrator and the approval of any necessary subdivision plat.

WITNESS the following signature and seal.

THE CITY OF WILLIAMSBURG

By:  [SEAL]  
Title: CITY MANAGER

STATE OF VIRGINIA  
CITY OF WILLIAMSBURG, to-wit:

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of May, 2006 by  
Jackson C. Tuttle, as City Manager of The City of Williamsburg on behalf of the City.

  
NOTARY PUBLIC

My commission expires: February 28, 2010

RECEIVED

JUN 5 2006

## Exhibit A

### Description of the Property

#### PROPERTY DESCRIPTION

COMMENCING AT A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF ROUTE 603, AN IRON ROD SET, SAID POINT MARKING THE POINT OF BEGINNING; THENCE LEAVING SAID RIGHT-OF-WAY LINE ALONG THE SAID LINE OF FAIRFIELD RESORTS, INC., N47°52'36"E A DISTANCE OF 783.98' TO A POINT, AN IRON ROD FOUND; THENCE CONTINUING ALONG THE SAID LINE OF FAIRFIELD RESORTS, INC., N50°22'36"E A DISTANCE OF 620.40' TO A POINT, AN IRON ROD FOUND; THENCE CONTINUING ALONG THE SAID LINE OF FAIRFIELD RESORTS, INC., N48°22'36"E A DISTANCE OF 550.54' TO A POINT, AN IRON ROD SET; THENCE ALONG THE SAID LINE OF "LIMITS OF ALTA SURVEY" S56°02'14"E A DISTANCE OF 818.39' TO A POINT, AN CONCRETE MONUMENT FOUND, A CORNER COMMON TO THE PARCEL HEREIN DESCRIBED AND CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR"; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S56°02'14"E A DISTANCE OF 699.44' TO A POINT, AN CONCRETE MONUMENT FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S48°25'49"W A DISTANCE OF 808.10' TO A POINT, AN CONCRETE MONUMENT FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", N82°39'11"W A DISTANCE OF 128.95' TO A POINT, AN IRON ROD FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S62°25'47"W A DISTANCE OF 123.79' TO A POINT, AN IRON ROD FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S79°33'47"W A DISTANCE OF 422.76' TO A POINT, AN IRON ROD FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S63°02'28"W A DISTANCE OF 201.87' TO A POINT, AN IRON ROD FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S56°12'37"W A DISTANCE OF 207.57' TO A POINT, AN IRON ROD FOUND; THENCE ALONG THE SAID LINE OF CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR", S56°16'48"E A DISTANCE OF 107.91' TO A POINT, AN IRON ROD FOUND BENT, A CORNER COMMON TO THE PARCEL HEREIN DESCRIBED, CITY OF WILLIAMSBURG "WALLER MILL RESERVOIR AND FAIRFIELD COMMUNITIES, INC., THENCE ALONG THE SAID LINE OF FAIRFIELD COMMUNITIES, INC., S41°54'28"W A DISTANCE OF 1154.56' TO A POINT, SAID POINT BEING NEAR AN IRON ROD ROUND, A CORNER COMMON TO THE PARCEL HEREIN DESCRIBED AND THE EASTERLY RIGHT-OF-WAY LINE OF ROUTE 603; THENCE ALONG THE SAID EASTERLY RIGHT-OF-WAY LINE OF ROUTE 603, A CURVE TO THE RIGHT, HAVING A DELTA OF 02°43'24", A RADIUS OF 5690.53' AND A LENGTH OF 270.47' TO A POINT, AN IRON ROD FOUND "VDOT"; THENCE ALONG THE SAID EASTERLY RIGHT-OF-WAY LINE OF ROUTE 603, A CURVE TO THE LEFT, HAVING A DELTA OF 06°02'11", A RADIUS OF 5788.96' AND A LENGTH OF 611.58' TO A POINT, AN IRON ROD FOUND "VDOT"; THENCE ALONG THE SAID EASTERLY RIGHT-OF-WAY LINE OF ROUTE 603, N20°17'55"W A DISTANCE OF 529.16' TO THE POINT OF BEGINNING, AN IRON ROD SET.

CONTAINING 3,077,998 SQUARE FEET OR 70.661 ACRES MORE OR LESS

## Exhibit B

### ARCHITECTURAL GUIDELINES COMMERCIAL PARCEL THE RESERVE AT WILLIAMSBURG

**Architectural Treatment.** The exposed portions of the exterior wall surfaces (front, rear and sides) of any buildings shall be similar in high quality of construction and shall have compatible architectural design (incorporating compatible, but not necessarily the same, design elements, color and architectural styles).

All buildings shall have exposed exterior walls (above finished grade) constructed primarily of masonry brick, stone, pre-cast concrete, exterior insulating finishing systems (E.I.F.S.) and/or glass and may have varying amounts of these exterior materials or an equivalent permanent architecturally finished material, unless different architectural treatment and/or materials are requested and specifically permitted at the time of Architectural Plan Approval. Wood or composite siding (including Hardiplank or other cementitious siding), natural or cultured stone, marble, pre-cast or cast-in-place architectural concrete, exterior insulating finish systems, stucco and/or glass, or an equivalent, permanent, architecturally finished material may be utilized as accent materials on such buildings.

No building shall be covered with or have exposed to view any painted or unfinished concrete block, sheet or corrugated aluminum, iron and/or steel or other materials unless requested and specifically permitted at the time of Architectural Plan Approval.

Roof design shall be implemented so as to offer variations in building appearance which shall include utilizing pitched roofs.

All buildings shall have exposed exterior walls (above finished grade and exclusive of architectural features, windows and doors) constructed of at least thirty-five (35) percent masonry.

**Parking Lot and Exterior Lighting.** Parking lot lighting standards within the Commercial Parcel shall not exceed twenty-five (25) feet in height as measured from the grade of the lighting standard, except as otherwise permitted at the time of Site Plan Approval.

Parking lot lighting on the Commercial Parcel shall be produced from concealed lighting sources to minimize the impact of such lighting on adjacent properties, unless otherwise permitted at the time of Site Plan Approval. Exterior light fixtures shall be produced from concealed sources of light unless other low intensity decorative ornamental fixtures such as gas style lamps are approved at the time of Site Plan Approval. Such lighting shall be reduced to no more than one footcandle following the close of business operations each day.

The exterior lighting shall be designed with a cohesive plan so that all exterior lighting shall use compatible design elements.

**Pedestrian/Vehicular Circulation.** Pedestrian circulation shall be provided throughout the Commercial Parcel. Except as required at the time of Site Plan Approval, such walkways along or on roads, parking areas and access areas used for motor vehicles on the Commercial Parcel shall be constructed of material different than such roads, parking areas and access areas. Such walkways may be constructed of, but not limited to, brick pavers, concrete, stamped concrete, aggregate concrete or other similar material.

**Site Coverage.** No more than seventy percent (70%) percent of the Commercial Parcel in the aggregate may be covered by buildings, parking areas and driveways.

**Underground Utility Lines.** All utility lines on the Commercial Parcel shall be underground except for already existing utilities, junction boxes, meters, utility lines in wetland areas and utility lines required to be above ground by the utility company.